

**RESOLUTION OF MARGUERITE R. BILLBROUGH, P.C.  
AUTHORIZING THE FILING OF A PETITION IN BANKRUPTCY**

Following a special meeting of the Director of Marguerite R. Billbrough, P.C., a Pennsylvania Professional Corporation, having been duly called or a waiver of such requisite notice having been presented and the meeting being duly convened at the current offices of the Corporation located at 1553 Chester Pike, Suite 101, Crum Lynne, PA 19022 on Monday, April 6, 2015 beginning at 12:00 p.m., the sole eligible Director present and constituting a quorum for the transaction of business the Corporation adopted the foregoing resolution:

WHEREAS, Marguerite R. Billbrough, P.C.. is a professional corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania;

WHEREAS, Marguerite R. Billbrough, P.C.. has one Director who is present and able to evaluate the actions of the Corporation,

WHEREAS, the Director deems it necessary, advisable, and required, due to the Corporation's inability to pay its debts as they mature, to seek relief under Chapter 11 of Title 11 of the United States Code;

NOW THEREFORE BE IT RESOLVED, that it is in the best interest of the Corporation, its Shareholder, Director, Employees, and Officer and other individuals interested in the Corporation to obtain Federal Bankruptcy protection under Title 11 of the United States Code; and it is

FURTHER RESOLVED that each and every Officer, or executive employee authorized to act under the Corporate By-Laws, be and hereby is authorized and directed, on behalf of the Corporation, to execute and file a Petition for Relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of New Jersey as such time as any officer of

the Corporation shall determine; and it is

FURTHER RESOLVED that the Marguerite R. Billbrough, individually, or her designee shall be and hereby is authorized to execute and file all Petitions, Schedules, Statement of Financial Affairs, and any other writings or Motions and to take any and all action as she shall deem necessary and proper in connection with the proceedings under Chapter 11, and that in connection therewith is authorized to retain and employ the Law Firm of Paul J. Winterhalter, P.C. as legal counsel for the Debtor, and in conjunction with the Bankruptcy to retain and employ the assistance of any other professionals which he deems necessary or proper in connection with such proceedings; and it is further

RESOLVED that the execution by Dr. Billbrough or any other duly elected or appointed Officer of the Corporation of the Petition, Schedules, Plan or arrangement or other writing, shall be conclusive evidence of the approval of actions by or on behalf of the Corporation.

MARGUERITE R. BILLBROUGH, P.C.

Dated: April 6, 2015

BY:

  
MARGUERITE R. BILLBROUGH, President